

SURREY CAPITAL CORP.

365 Bay St., Suite 400
Toronto, ON M5H 2V1

Telephone 514.652.6469

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual and special meeting of the shareholders (the “**Meeting**”) of Surrey Capital Corp. (hereinafter called the “**Company**”) will be held at 365 Bay Street, Suite 400, Toronto, Ontario on Thursday, December 15, 2016 at the hour of 10:00 o'clock in the forenoon (Toronto Time) for the following purposes:

1. To receive and consider the reports of the directors, the audited financial statements of the Company for the years ended June 30, 2016 and June 30, 2015 and the reports of the auditor thereon.
2. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the auditor’s remuneration.
3. To elect directors to serve until the next annual general meeting of shareholders or until their successors are elected or appointed.
4. To waive the requirement under section 94(1)(a) of the *Business Corporations Act* (Ontario) that the directors of a corporation call an annual meeting of shareholders not later than fifteen months after holding the last preceding annual meeting.
5. To approve, by ordinary resolution, the asset purchase agreement between the Company and Paul Dickson, the acquisition by the Company of the bContact assets and the resulting change of business.
6. To approve, by special resolution, the continuance of the Company into British Columbia; the new articles of the Company, which new articles are to become effective upon the continuance of the Company into British Columbia; and the repeal of the current bylaws of the Company, which repeal is to become effective upon the continuance of the Company into British Columbia.
7. To approve, by special resolution, a change of name of the Company to “Subscribe Technologies Inc.” or such other name as may be determined by the board of directors of the Company.
8. To consider and, if thought fit, re-approve the Company’s stock option plan.
9. To transact such further or other business including, without limitation, such amendments or variations as may properly come before the Meeting or any adjournment thereof.

The information circular (“**Information Circular**”) accompanying this notice has been prepared for the Meeting as a supplement to this notice. The Information Circular contains details of matters to be considered at the Meeting. The complete text of each resolution is contained in the Information Circular.

TAKE NOTICE that a registered holder of common shares of the Company who validly dissents in respect of the continuance may be entitled to be paid the fair value of all such common shares in accordance with section 185 of the *Business Corporations Act* (Ontario), if the shareholder dissents to the continuance and the continuance becomes effective. The dissent rights are described in Schedule “E” to the Information Circular. Failure to strictly comply with the requirements set forth in section 185 of the *Business Corporations Act* (Ontario) may result in the loss of any right of dissent.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The board of directors of the Company has fixed Thursday, November 10, 2016 as the record date for the purpose of determining shareholders entitled to receive notice of the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to read, complete, sign and return the enclosed form of proxy in accordance with the instructions set out in the proxy form and in the Information Circular. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

DATED at the City of Toronto, in the Province of Ontario, as of the 15th day of November, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

“James W.G. Turner”

James W.G. Turner, CEO